

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI
SOUTHERN DIVISION**

GREG LIONBERGER	§	PLAINTIFF
	§	
v.	§	CAUSE NO. 1:06CV961
	§	
SOUTHVINA AGENCY, INC. and	§	
ALLSTATE INSURANCE COMPANY	§	DEFENDANTS

**MEMORANDUM OPINION AND ORDER DENYING
SOUTHVINA AGENCY, INC.'S MOTION TO DISMISS**

THIS MATTER COMES BEFORE THE COURT on the Motion to Dismiss [9] filed by Defendant Southvina Agency, Inc. The Plaintiff has filed a response. After due consideration of the matter, it is the Court's opinion that the Motion should be denied.

DISCUSSION

Southvina Agency, Inc. ("Southvina") is an insurance agency through which Plaintiff Greg Lionberger ("Lionberger") procured insurance from Allstate Insurance Company. Southvina contends that it should be dismissed from this suit because "[f]or all intents and purposes, the corporation no longer exists." Mot. to Dism. pg. 2. Southvina asserts that it has requested official dissolution by the Secretary of State's office, but dissolution will be delayed until Southvina has paid taxes for 2006. *Id.*

Lionberger contends that even if this is true, MISS. CODE § 79-4-14.05(b) allows him to file and maintain a lawsuit against a dissolved corporation. That provision states:

(b) Dissolution of a corporation does not:

- (1) Transfer title to the corporation's property;
- (2) Prevent transfer of its shares of securities, although the authorization to dissolve may provide for closing the corporation's share transfer records;
- (3) Subject its directors and officers to standards of conduct different from those prescribed in Article 8;

(4) Change quorum or voting requirements for its board of directors or shareholders; change provisions for selection, resignation or removal of its directors or officers or both; or change provisions for amending its bylaws;

(5) Prevent commencement of a proceeding by or against the corporation in its corporate name;

(6) Abate or suspend a proceeding pending by or against the corporation on the effective date of dissolution; or

(7) Terminate the authority of the registered agent of the corporation.

MISS. CODE § 79-4-14.05(b) (emphasis added). Therefore, the recent or impending dissolution of Southvina is not grounds for dismissal of Lionberger's claims against it. *See Morris v. Macione*, 546 So.2d 969 (Miss. 1989). For this reason, Southvina's motion to dismiss will be denied.

IT IS THEREFORE ORDERED AND ADJUDGED that the Motion to Dismiss [9] filed by Defendant Southvina Agency, Inc. is **DENIED**.

SO ORDERED AND ADJUDGED this the 7th day of June, 2007.

s/ *Louis Guirola, Jr.*
LOUIS GUIROLA, JR.
UNITED STATES DISTRICT JUDGE